

GRAND PEAK CAPITAL CORP.

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JULY 10, 2012

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of Grand Peak Capital Corp. (“**Grand Peak**” or the “**Company**”) will be held at Suite 200 – 8338 120th Street Surrey, British Columbia, on July 10, 2012 at 2:00 PM PST for the following purposes:

1. to receive and consider the consolidated financial statements of the Company for the fiscal year ended September 30, 2011, and the reports of the auditor thereon;
2. to fix the number of directors for the ensuing year at four (4);
3. to elect directors of the Company for the ensuing year;
4. to appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
5. to consider, and if thought advisable, approve, the adoption of the Company's stock option plan (the “**Stock Option Plan**”) described in the Company's Information Circular dated June 5, 2012 accompanying this Notice of Meeting (the “**Information Circular**”);
6. to consider, and if thought advisable, approve the amendment to the Company's Articles more particularly set out hereinbelow.
7. to transact such other business as may properly come before the Meeting or at any adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the annual general and Special meeting and is deemed to form part of this Notice.

Shareholders who are unable to attend the Annual General and Special Meeting are requested to complete sign, date and return the enclosed form of proxy indicating your voting instructions. A proxy will not be valid unless it is deposited at the office of Computershare Trust Company of Canada, at 510 Burrard Street, 3rd Floor, Vancouver, B.C. V6C 3B9 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or adjournment thereof. If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.

DATED at Surrey, British Columbia, this 5th day of June, 2012

BY ORDER OF THE BOARD OF DIRECTORS:

“Sonny Janda”
Sonny Janda, President